

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W. R. GRACE & CO., et al.¹)
Reorganized Debtors.) Case No. 01-01139 (KJC)
) (Jointly Administered)
) Re: Docket No. 32401
)

) Hearing Date: October 14, 2014 at 10:00 a.m.

**CERTIFICATION OF COUNSEL REGARDING MOTION FOR A FINAL DECREE:
(A) CLOSING CERTAIN OF THE CHAPTER 11 CASES; (B) REMOVING SUCH
CASES FROM THE JOINT ADMINISTRATION ORDER; AND (C) WAIVING THE
REQUIREMENTS TO FILE A FINAL REPORT FOR SUCH CASES**

1. On September 16, 2014, the Reorganized Debtors filed their *Motion for a Final Decree: (A) Closing Certain of the Chapter 11 Cases; (B) Removing Such Cases From the Joint Administration Order; and (C) Waiving the Requirements to File a Final Report for Such Cases* (the “Motion”) (Docket No. 32401).

2. Thereafter, the Debtors received inquiries and comments on the Motion and draft form of order from the United States Trustee and SGH Enterprises, Inc. As a result of those inquiries and comments, the Reorganized Debtors revised the draft order attached to the Motion to address the concerns raised by such parties.

¹ The Reorganized Debtors comprise the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

3. Attached hereto as Exhibit A is a revised proposed Final Decree: (A) Closing Certain of the Chapter 11 Cases; (B) Removing Such Cases From the Joint Administration Order; and (C) Waiving the Requirements to File a Final Report for Such Cases (the “Proposed Order”), which reflects the agreed changes based on the comments received from the United States Trustee and SGH Enterprises, Inc.

4. A blacklined copy of the Proposed Order is attached hereto as Exhibit B showing changes made from the order attached to the Motion.

5. Accordingly, the Reorganized Debtors respectfully request entry of the Proposed Order attached hereto as Exhibit A at the Court’s earliest convenience.

Dated: October 7, 2014

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